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December 17, 2004

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*Via Overnight Delivery*

Sharla Dillon  
Docket Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

**Re: Docket No. 04-00410 – Joint Application of BT Group plc  
and Infonet Telecommunications Corporation for  
Approval to Transfer Control of Infonet  
Telecommunications Corporation to BT Group plc**

Dear Ms. Dillon:

Enclosed for submission in the above-referenced docket is an original  
and 13 copies of the Response of BT Group plc and Infonet Telecommunications  
Corporation to Staff's Data Request No. 1.

Kindly date-stamp the additional copy of this filing and return it to me  
in the enclosed postage prepaid envelope. Any question concerning this submission  
should be addressed to the undersigned and to counsel for Infonet  
Telecommunications Corporation.

Respectfully submitted,



Yaron Dori  
Counsel to BT Group plc

cc: Pat Miller, Chairman, TRA  
Aster Adams, Chief, Competitive Markets & Policy Division, TRA  
Karen Brinkmann, Counsel to Infonet Telecommunications Corporation  
Jeffrey A. Marks, Counsel to Infonet Telecommunications Corporation  
Joel S. Winnik, Counsel to BT Group plc

**Before the  
TENNESSEE REGULATORY AUTHORITY  
Nashville, Tennessee**

|  |   |                     |
|--|---|---------------------|
| Joint Application of BT Group plc      | ) |                     |
| and Infonet Telecommunications         | ) |                     |
| Corporation to Transfer Control of     | ) | Docket No. 02-00410 |
| Infonet Telecommunications Corporation | ) |                     |
| to BT Group plc                        | ) |                     |
|  | ) |                     |

**RESPONSE OF BT GROUP PLC AND  
INFONET TELECOMMUNICATIONS CORPORATION TO  
STAFF DATA REQUEST NO. 1**

BT Group plc ("BT Group") and Infonet Telecommunications Corporation ("ITC"), by their attorneys, respond to Staff Data Request No. 1 as follows:

*Data Request No. 1.1: Have the petitioners filed a similar petition with the FCC or with any other state regulatory agencies? If so, provide the FCC file or docket number and date filed.*

Response: On November 19, 2004, BT Group and Infonet Services Corporation, the corporate parent of ITC, filed a Joint Application at the FCC to transfer control of ITC and Infonet Broadband Service Corporation ("IBSC"), a sister entity of ITC, to BT Group. The FCC assigned the following docket and file numbers to the Joint Application. WC Docket No. 04-421 and File No. ITC-T/C-20041119-00460. ITC's parent, Infonet Services Corporation, also holds two radio licenses – a private land mobile radio license (call sign WPWH851) and a ship radio

station license (call sign WCU9301) – that are used for internal business purposes.

The parties intend to file an application for FCC consent to transfer control of the private land mobile radio license from Infonet to BT Group. With respect to the ship radio license, the FCC's rules do not permit the transfer of such licenses, and the parties intend that Infonet will surrender the licenses prior to closing, and BT Group (or one of its subsidiaries) will simultaneously file an application with the FCC to hold its own ship radio license.

As indicated in the chart below, BT Group and ITC also filed applications for approval and notification letters, where required, with regulatory agencies in the following states in connection with the proposed transfer of control of ITC to BT Group:

| <b><i>State</i></b> | <b><i>Filing</i></b> | <b><i>File Date</i></b> |
|---------------------|----------------------|-------------------------|
| AL                  | Notification         | 11/30/04                |
| CA                  | Advice Letter        | 12/1/04 <sup>1</sup>    |
| CT                  | Notification         | 11/30/04                |
| GA                  | Notification         | 11/30/04                |
| HI                  | Application          | 11/30/04                |
| IA                  | Notification         | 11/30/04                |
| KY                  | Notification         | 11/30/04                |
| ME                  | Notification         | 11/30/04                |
| MD                  | Notification         | 12/01/04                |
| MN                  | Application          | 11/29/04                |
| NH                  | Notification         | 11/30/04                |
| NY                  | Application          | 11/26/04                |
| OH                  | Notification         | 12/03/04                |
| PA                  | Application          | 11/24/04                |
| WV                  | Application          | 11/29/04                |

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<sup>1</sup> Date submitted California Public Utilities Commission staff will assign the Advice Letter an official file date upon entering the Advice Letter into their docketing system

With respect to those states in which ITC is authorized to provide intrastate service but in which no filing was required, BT Group and ITC informed the relevant state regulatory agencies as a courtesy of the proposed transfer of control. Courtesy letters were sent to regulatory agencies in the following states: Arizona, Arkansas, Colorado, Florida, Idaho, Illinois, Indiana, Massachusetts, Michigan, Missouri, Nebraska, Nevada, New Jersey, North Carolina, Oklahoma, South Carolina, Texas, Utah, Virginia and Washington. In Wisconsin, where state law requires notification of such transactions within ten days of consummation, BT Group and ITC anticipate filing a notification letter at the appropriate time.

*Data Request No. 1.2: Provide the results or disposition of any filings with other state regulatory agencies.*

Response: All state applications filed by BT Group and ITC are pending.

*Data Request No. 1.3: Provide an organization chart for each of the petitioners before and after the transaction.*

Response: Organization charts for each of the petitioners before and after the transaction can be found in Attachment A to this submission.

*Data Request No. 1.4: Confirm if both petitioners will continue to operate after the transaction under their respective CCNs. If not, will one CCN be cancelled?*

Response: BT Communications Sales LLC, the BT Group subsidiary authorized to provide service in Tennessee, and ITC each will retain their respective CCNs and will continue to operate following consummation of the transaction.

*Data Request No. 1.5: What state regulations are the petitioners filing the petition under?*

Response: BT Group and ITC submitted this joint application pursuant to TENN. CODE ANN. § 65-4-113 (2003).

*Data Request No. 1.6: Will this transaction result in a transfer of customers? If so, provide a copy of the required customer notification.*

Response: The transaction will not result in a transfer of customers.

*Data Request No. 1.7: Confirm that customer rates will not change as a result of this transaction and that Infonet will continue to operate under its name with no change of services, billing procedures and customer contact location, and maintain its existing tariff.*

Response: Customer rates will not change as a result of this transaction. ITC intends to operate under its name with no change in services, billing procedures, and customer contact location, and will maintain its existing tariff.

*Data Request No. 1.8: Confirm that this change of control will be transparent to customers with no service interruptions.*

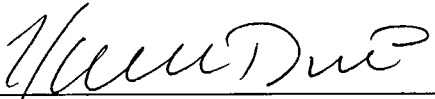
Response: The transfer of control of ITC to BT Group will be transparent to the Tennessee customers of ITC and BT Communications Sales LLC,

the BT Group subsidiary authorized to provide service in Tennessee, and is not expected to result in any service interruptions.

Respectfully submitted,

**BT GROUP PLC**

**INFONET TELECOMMUNICATIONS  
CORPORATION**

  
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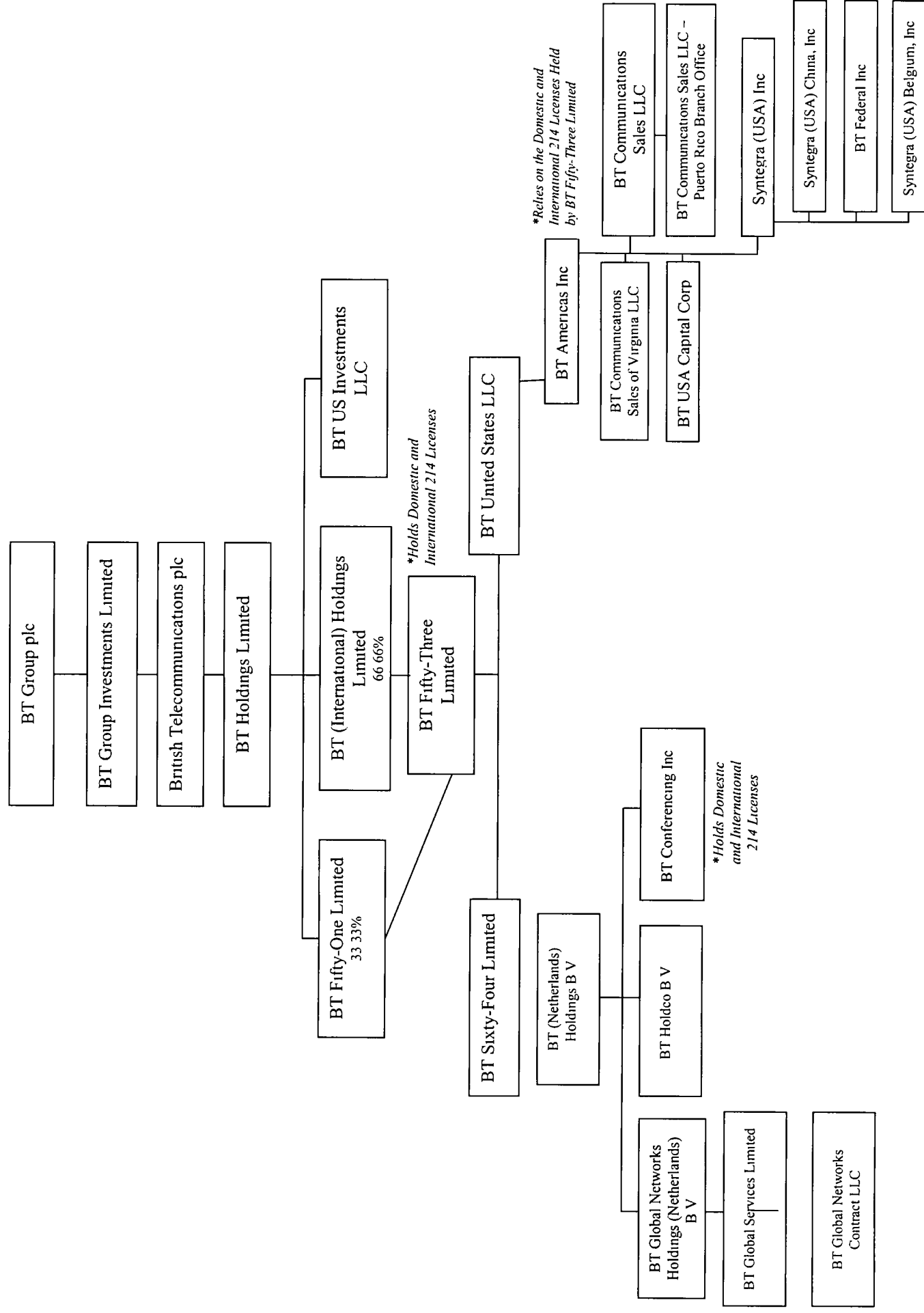
Its attorneys

Dated: December 17, 2004

## **ATTACHMENT A**

### **PRE- AND POST-TRANSACTION ORGANIZATION CHARTS**

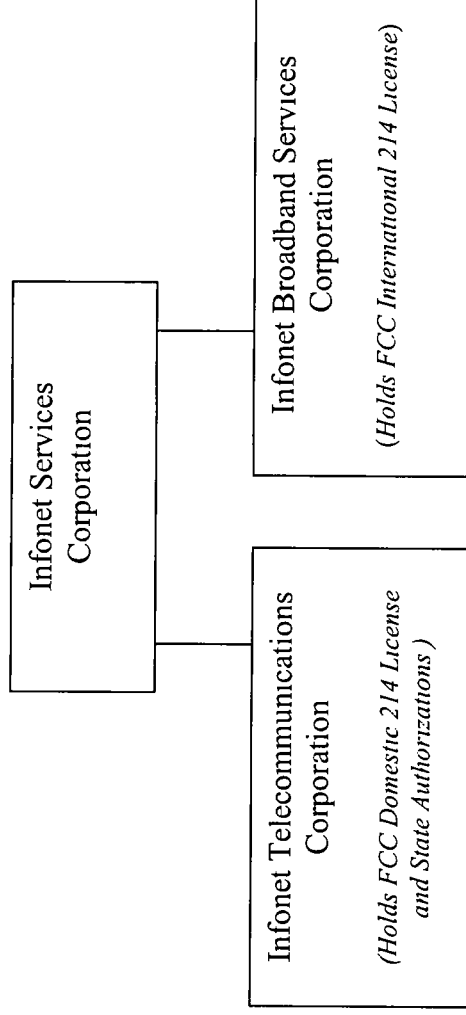
**BT Group plc**





# Infonet Telecommunications Corporation Corporate Structure

## Pre-Transaction



# BT Group plc

## Post-Transaction Corporate Structure

